

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 20646-BB FILED

JUN 22 '01 : 2-49 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 22, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of the following secondary document: Memorandum to Amend the Filing of Lease Schedule No. 005, dated June 15, 2001.

The enclosed document relates to Lease Schedule No. 005 which was previously filed with the Board under Recordation Number 20646-K.

The names and addresses of the parties to the enclosed document are:

Lessor: The Vaughn Group, Inc.
9367 Allen Road
West Chester, OH 45069

Lessee: The Andersons, Inc.
480 West Dussell Drive
Maumee, Ohio 43537

Mr. Vernon A. Williams
June 22, 2001
Page Two

A description of the railroad equipment covered by the enclosed documents is:

2 railcars deleted: SIRX 525170 AND 525156
1 railcar added: AEX 5002


A short summary of the document to appear in the index follows:

Memorandum to Amend Filing of Lease Schedule No. 005

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM TO AMEND THE FILING
OF LEASE SCHEDULE NO. 005
TO MASTER LEASE AGREEMENT NO. 114
DATED MARCH 13, 1997**

This Memorandum shall amend the filing of Lease Schedule No. 005 made and entered into as of November 4, 1997 to Master Lease Agreement No. 114 dated March 13, 1997 (the "Lease"), by and between THE VAUGHN GROUP, INC. (formerly known as The Vaughn Group, Ltd.) ("Lessor") and THE ANDERSONS, INC. ("Lessee") as follows:

1. Lessor and Lessee entered into the Lease, which was duly filed with the Surface Transportation Board on November 17, 1997, under Recordation Number 20646-K.
2. The Lease is hereby amended to delete two (2) covered hopper railcars identified with marking numbers SIRX 525170 and SIRX 525156.
3. The Lease is hereby further amended to add one (1) covered hopper railcar identified with marking number AEX 5002.

IN WITNESS WHEREOF, this Memorandum is duly executed this 15 day of June 2001.

THE VAUGHN GROUP, INC.

By: _____

Name: JOHN J. CATALANO
SENIOR VICE PRESIDENT AND COO

Title: _____

RECORDATION NO. 20646-BB FILED

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SURFACE TRANSPORTATION BOARD

THE ANDERSONS, INC.

By: _____

Name: Gary Smith

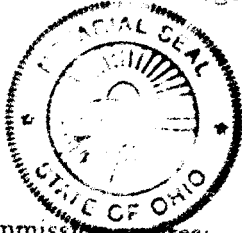
Title: V.P. Finance & Treasurer

STATE OF OHIO

COUNTY OF BUTLER

)
) SS:
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On this 18th day of June 2001, before me personally appeared John J. Catalano, to me personally known, who being duly sworn, says that he is the Senior Vice President & COO of THE VAUGHN GROUP, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-16-05

STATE OF OHIO

COUNTY OF LUCAS

)
) SS:
)

On this 15th day of June 2001, before me personally appeared Mark Smith, to me personally known, who being duly sworn, says that (s)he is the V.P. Finance & Treasurer of THE ANDERSONS, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05